

**U.S. Bankruptcy Court
California Northern Bankruptcy Court (San Francisco)
Bankruptcy Petition #: 19-30088**

Assigned to: Judge Dennis Montali
Chapter 11
Voluntary
Asset

Date filed: 01/29/2019
Plan confirmed: 06/20/2020
341 meeting: 04/29/2019
Deadline for filing claims: 10/21/2019
Deadline for filing claims (govt.): 10/21/2019

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Filing Date	#		Docket Text
05/18/2022		<u>12409</u>	Appellant Designation of Contents For Inclusion in Record On Appeal <i>Reorganized Debtors' Statement of Issues and Designation of Record on Appeal</i> (RE: related document(s) <u>12311</u> Notice of Appeal and Statement of Election filed by Debtor PG&E Corporation). Appellee designation due by 06/3/2022. Filed by Debtor PG&E Corporation (Rupp, Thomas) (Entered: 05/18/2022)
05/20/2022		<u>12435</u>	Appellee Designation of Contents for Inclusion in Record of Appeal (RE: related document(s) <u>12209</u> Notice of Appeal and Statement of Election filed by Debtor PG&E Corporation, <u>12311</u> Notice of Appeal and Statement of Election filed by Debtor PG&E Corporation). (Attachments: # <u>1</u> Certificate of Service) Filed by Creditor DRRT Claimants (Meyer, Brent) (Entered: 05/20/2022)

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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

**Reorganized
Debtors.**

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Reorganized Debtors

** All papers shall be filed in the Lead Case, No.
19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

District Court Case No. 4:22-cv-02833-HSG

**REORGANIZED DEBTORS'
STATEMENT OF ISSUES AND
DESIGNATION OF RECORD ON
APPEAL**

[Re: **Dkt. No. 12311**]

Pursuant to Rule 8009(a) of the **Federal Rules of Bankruptcy Procedure** (the “**Bankruptcy Rules**”), PG&E Corporation and Pacific Gas and Electric Company, as reorganized debtors (collectively, the “**Debtors**” or the “**Reorganized Debtors**,” as applicable) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), submit this statement of issues and designation of record on appeal.

I. STATEMENT OF ISSUES ON APPEAL

The issues on appeal are:

(i) Whether the bankruptcy court erred in concluding that its denial of the Reorganized Debtors’ request to modify the Plan injunction to compel arbitration of the California Department of Water Resources’ (“**CDWR**”) proof of claim [Claim No. 78014] and the issue of whether CDWR had properly terminated the *Agreement of Cotenancy in the Castle Rock Junction-Lakeville 230-kV Transmission Line among Pacific Gas and Electric Company, State of California Department of Water Resources, Northern California Power Agency and the City of Santa Clara* (the “**Cotenancy Agreement**”), was also a denial of the Reorganized Debtors’ right to arbitrate its non-core affirmative claims against the CDWR under the Cotenancy Agreement, even though the Reorganized Debtors had not filed an affirmative claim against CDWR or claim objection to CDWR’s proof of claim.

(ii) Whether, after denying the Reorganized Debtors’ request to arbitrate the proof of claim dispute and CDWR’s termination of the Cotenancy Agreement, and after the Reorganized Debtors submitted that they would consent to the relief sought by CDWR in its *Motion for Order Determining that the Castle Rock Agreement with PG&E Cannot Be Assumed and that the Department of Water Resources’ Claim No. 78104 Be Paid* [Dkt. No. 11887] (the “**CDWR Motion**”) by agreeing to pay CDWR’s proof of claim in full and not to contest that the Cotenancy Agreement was not executory as to CDWR and could not be assumed as to CDWR, the bankruptcy court erred in determining that the issues before it through the CDWR Motion had not been resolved in full.

(iii) Whether, after denying the Reorganized Debtors’ request to arbitrate the proof of claim dispute and CDWR’s termination of the Cotenancy Agreement, and after the Reorganized Debtors submitted that they would consent to the relief sought by CDWR in the CDWR Motion by agreeing to pay CDWR’s proof of claim in full and not to contest that the Cotenancy Agreement was not

1 executory as to CDWR and could not be assumed as to CDWR, the bankruptcy court erred in
2 determining that the Reorganized Debtors' non-core affirmative contractual claim against CDWR
3 under the Cotenancy Agreement was before the bankruptcy court, even though the Reorganized
4 Debtors had not filed an affirmative claim against CDWR or claim objection to CDWR's proof of
5 claim.

6 (iv) Whether the bankruptcy court exceeded its jurisdiction by entering a final judgment on
7 the merits on the Reorganized Debtors' non-core affirmative contractual claim against CDWR under
8 the Cotenancy Agreement, even though the Reorganized Debtors had not consented to the bankruptcy
9 court entering final judgment on its claim and had not put its affirmative claim at issue.

10 (v) Whether the bankruptcy court erred in denying the Reorganized Debtors' request to
11 present its non-core affirmative contractual claim against CDWR through an adversary proceeding
12 and in determining that the Reorganized Debtors had waived their rights to the procedural protections
13 of an adversary proceeding pursuant to Rule 7001 of the Federal Rules of Bankruptcy Procedure.

14 (vi) Whether the bankruptcy court erred in disallowing the Reorganized Debtors' non-core
15 affirmative contractual claim against CDWR under the Cotenancy Agreement on the merits.

16 (vii) Whether the bankruptcy court erred in determining that CDWR's interpretation of the
17 Cotenancy Agreement was correct.

18 (viii) Whether the bankruptcy court erred in determining that CDWR did not owe any
19 estimated future removal costs or any other damages to PG&E or the other cotenants under the
20 Cotenancy Agreement.

21 (ix) Whether the bankruptcy court otherwise erred in its determinations against the
22 Reorganized Debtors under the Cotenancy Agreement.

23 (x) Whether the bankruptcy court erred in denying the motion to intervene of non-debtors
24 Silicon Valley Power and Northern California Power Agency, and then making a dispositive ruling
25 and final judgment by default on their contractual claims against the California Department of Water
26 Resources arising under the Cotenancy Agreement.

II. DESIGNATION OF RECORD ON APPEAL

The Reorganized Debtors hereby designate the following items to be included in the record on appeal, each of which includes any and all exhibits and addenda attached thereto and filed therewith and any and all documents incorporated by reference therein:

Docket items from *In re PG&E Corp., et al.*, Case No. 19-30088 (DM):

Dkt. No.	Docket Items	Date
263	Amended Declaration of Jason P. Wells in Support of First Day Motions and Related Relief	02/01/2019
7037	Notice of Filing of Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated March 16, 2020	05/01/2020
7276	California State Agencies' Objections to Schedule of Executory Contracts and Unexpired Leases to be Assumed Pursuant to the Plan and Proposed Cure Amounts [Docket No. 7037]	05/15/2020
8048	Amended Chapter 11 Plan Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 19, 2020 Filed by Debtor PG&E Corporation	06/19/2020
8053	Order Confirming Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 19, 2020	06/20/2020
11887	California Department of Water Resources' Motion for Order Determining that the Castle Rock Agreement with PG&E Cannot Be Assumed and that the Department of Water Resources' Claim No. 78104 Be Paid	02/01/2022
11888	Notice of Hearing on California Department of Water Resources' Motion for Order Determining that the Castle Rock Agreement with PG&E Cannot Be Assumed and that the Department of Water Resources' Claim No. 78104 Be Paid	02/01/2022
11889	Declaration of Ghassan Alqaser in Support of California Department of Water Resources' Motion for Order Determining that the Castle Rock Agreement with PG&E Cannot Be Assumed and that the Department of Water Resources' Claim No. 78104 Be Paid	02/01/2022
11895	Certificate of Service	02/02/2022

Dkt. No.	Docket Items	Date
11896	Motion of the Reorganized Debtors for Entry of an Order Modifying Plan Injunction and Compelling Arbitration of Claim of California Department of Water Resources	02/02/2022
11897	Declaration of Joshua S Levenberg in Support of Motion of the Reorganized Debtors for Entry of an Order Modifying Plan Injunction and Compelling Arbitration of Claim of California Department of Water Resources	02/02/2022
11898	Notice of Hearing on Motion of the Reorganized Debtors for Entry of an Order Modifying Plan Injunction and Compelling Arbitration of Claim of California Department of Water Resources	02/02/2022
11914	Certificate of Service of Alain B. Francoeur Regarding One Hundred Eighth Omnibus Objection Stipulation, California Department of Water Resources Arbitration Motion, Levenberg Declaration, and Notice of Hearing	02/09/2022
11937	The Reorganized Debtors' (I) Preliminary Opposition to California Department of Water Resources' Motion for Order Determining that Castle Rock Agreement with PG&E Cannot be Assumed and that the Department of Water Resources' Claim No. 78104 be Paid and (II) Request, in the Alternative, for a Status Conference	02/16/2022
11942	California Department of Water Resources' Opposition to Reorganized Debtors' Motion for Order Modifying Plan Injunction and Compelling Arbitration	02/16/2022
11962	California Department of Water Resources' Reply to the Reorganized Debtors' Preliminary Opposition to Motion for Order Determining that the Castle Rock Agreement with PG&E Cannot Be Assumed and that the Department of Water Resources' Claim No 78104 Be Paid	02/23/2022
11963	Reply in Further Support of Motion of the Reorganized Debtors for Entry of an Order Modifying Plan Injunction and Compelling Arbitration of Claim of California Department of Water Resources	02/23/2022
11964	Supplemental Declaration of Joshua S Levenberg in Support of Motion of the Reorganized Debtors for Entry of an Order Modifying Plan Injunction and Compelling Arbitration of Claim of California Department of Water Resources	02/23/2022
N/A	Docket Text Order	02/28/2022

Dkt. No.	Docket Items	Date
11999	Memorandum Decision Regarding Dispute Between Debtors and the California Department of Water Resources	03/08/2022
12000	Order Granting California Department of Water Resources' Motion for Order Determining that the Castle Rock Agreement with PG&E Cannot Be Assumed and Claim No. 78104 Be Paid	03/08/2022
12001	Order Denying Debtors' Motion for Entry of an Order Modifying Plan Injunction and Compelling Arbitration of Claim of California Department of Water Resources	03/08/2022
12024	Notice of Appearance and Ex Parte Application for Order Authorizing City of Santa Clara, dba Silicon Valley Power and Northern California Power Agency to Intervene and File a Response to California Department of Water Resources' Motion for Order Determining that the Castle Rock Agreement Cannot Be Assumed and that the Department of Water Resources' Claim No. 78014 Be Paid	03/15/2022
12035	California Department of Water Resources' Opposition to the Ex Parte Application for Order Authorizing City of Santa Clara, dba Silicon Valley Power and Northern California Power Agency to Intervene and File a Response to California Department of Water Resources' Motion for Order Determining that the Castle Rock Agreement Cannot Be Assumed and that the Department of Water Resources' Claim No. 78014 Be Paid	03/17/2022
12054	Order Denying Motion to Intervene by City of Santa Clara, dba Silicon Valley Power and Northern California Power Agency	03/21/2022
12076	Memorandum of the Reorganized Debtors Regarding Claim of California Department of Water Resources	03/25/2022
12077	Declaration of Joshua S Levenberg in Support of Memorandum of the Reorganized Debtors Regarding Claim of California Department of Water Resources	03/25/2022
12129	California Department of Water Resources' Reply to PG&E's Memorandum Regarding Department of Water Resources' Claim No. 78104 and Further Briefing of Issues; Request for Order Staying Arbitration	04/08/2022
N/A	Docket Text Order	04/10/2022

Dkt. No.	Docket Items	Date
12147	Tentative Ruling Re Dispute Between Debtors and the California Department of Water Resources	04/11/2022
12207	Order Regarding Dispute Between Debtors and California Department of Water Resources	04/22/2022
12310	Notice of Appeal and Statement of Election to Have Appeal Heard by United States District Court for the Northern District of California	05/05/2022
12311	Notice of Appeal and Statement of Election to Have Appeal Heard by United States District Court for the Northern District of California	05/05/2022
12322	Courts Certificate of Mailing	05/05/2022
12323	Courts Certificate of Mailing	05/05/2022

Hearing Transcripts from *In re PG&E Corp., et al.*, Case No. 19-30088 (DM):

Dkt. No.	Transcripts	Date
8066	June 19, 2020 Hearing Transcript	06/22/2020
11986	March 2, 2022 Hearing Transcript	03/03/2022
12156	April 13, 2022 Hearing Transcript	04/14/2022

Proofs of Claim filed in *In re PG&E Corp., et al.*, Case No. 19-30088 (DM):

Claim No.	Claimant	Date
78104	California Department of Water Resources	10/18/2019

The Reorganized Debtors reserve the right to designate additional items for inclusion in the record or restate the issues presented on appeal.

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1 Dated: May 18, 2022

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UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN FRANCISCO DIVISION

In re

PG&E CORPORATION,

- and -

PACIFIC GAS AND ELECTRIC
COMPANY,

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects Both Debtors

* All papers shall be filed in Lead Case 19-30088-DM

BK Case No.: 19-30088-DM (Lead Case)
(Jointly Administered)

Chapter 11

**APPELLEE'S DESIGNATION
OF RECORD ON APPEAL**

Appellee DRRT as the duly appointed claims filing representative for individual claimants Bayerninvest Kapitalverwaltungsgesellschaft MBH, Credit Suisse Funds AG, Deka Investment GMBH, Giam Generali Insurance Asset Management, Helaba Invest Kapitalanlagegesellschaft MBH, Internationale Kapitalanlagegesellschaft MBH, Internationale Kapitalanlagegesellschaft MBH, Kaiser Permanente, Metzler Asset Management GMBH, Swiss Reinsurance Company Ltd., UBS Fund Management (Switzerland) AG, UBS Fund Management Luxembourg S.A., Meag Munich Ergo Kapitalanlagegesellschaft MBH, (collectively, the “DRRT Claimants”) hereby designate the following items to be included in the record on appeal, each of which includes any and all exhibits and addenda attached thereto and filed therewith and any and all documents incorporated by reference therein:

Docket Number	Filing Date	Pleading Description
11168	8/31/2021	Response and Opposition to Reorganized Debtors’ Eleventh Securities Claims Omnibus Objection (Claims Barred by the Statute of Repose)
11169	8/31/2021	Declaration of Richard A. Bodnar in opposition of Reorganized Debtors’ Eleventh Securities Claims Omnibus Objection (Claims Barred by the Statute of Repose)
11170	8/31/2021	Response /Opposition to Reorganized Debtors’ Eleventh Securities Claims Omnibus Objection (Claims Barred By The Statute of Repose)
11207	9/8/2021	Response to Reorganized Debtors’ Eleventh Securities Claims Omnibus Objection (Claims Barred by the Statute of Repose)
11208	9/8/2021	Declaration of Jeremy C. Kleinman in Support of PepsiCo, Inc. Master Trust's Response to Reorganized Debtors’ Eleventh Securities Claims Omnibus Objection (Claims Barred by the Statute of Repose)
11209	9/8/2021	Joinder Vanguard Funds’ Joinder in Response and Opposition to Reorganized Debtors' Eleventh Securities Claim Omnibus Objection (Claims Barred By the Statute of Repose)
11246	9/13/2021	Opposition re: Reorganized Debtors’ Thirteenth Securities Claims Omnibus Objection (RE: related document(s) 11085 Objection)
11260	9/15/2021	Joinder and Statement in Opposition to Reorganized Debtors' Thirteenth Securities Claims Omnibus Objection (Claims Barred by the Statute of Repose)
11339	9/28/2021	Omnibus Objection to Securities Claims (Fourteenth) (Claims

		Barred by the Statute of Repose)
11340	9/28/2021	Declaration of Edward J. Radetich, Jr. in Support of Reorganized Debtors' Fourteenth Securities Claims Omnibus Objection (Claims Barred by the Statute of Repose)
11341	9/28/2021	Declaration of Michael A. Keable in Support of Reorganized Debtors' Fourteenth Securities Claims Omnibus Objection (Claims Barred by the Statute of Repose)
11342	9/28/2021	Notice of Hearing on Reorganized Debtors' Fourteenth Securities Claims Omnibus Objection (Claims Barred by the Statute of Repose) (RE: related document(s) 11339 Omnibus Objection to Securities Claims (Fourteenth) (Claims Barred by the Statute of Repose)
11400	10/12/2021	Statement of Reorganized Debtors' Report on Resolution of Eleventh Securities Claims Omnibus Objection (Claims Barred By the Statute of Repose) With Respect to Certain Claims
11401	10/12/2021	Statement of Reorganized Debtors' Report on Resolution of Thirteenth Securities Claims Omnibus Objection (Claims Barred By the Statute of Repose) With Respect to Certain Claims
11439	10/18/2021	Amended Statement of Reorganized Debtors' Report on Resolution of Eleventh Securities Claims Omnibus Objection
11466	10/22/2021	Response Horizon Blue Cross Blue Shield Of NJ Employees Retirement Plans Response To Reorganized Debtors Fourteenth Securities Claims Omnibus Objection (Claims Barred By The Statute Of Repose)
11468	10/22/2021	Response by Blue Cross Blue Shield of North Carolina to Reorganized Debtors' Fourteenth Securities Claim Omnibus Objection
11495	10/26/2021	Response by Dennis Brawford to Reorganized Debtors' Fourteenth Securities Claim Omnibus Objection
11498	10/27/2021	Brief/Memorandum in Opposition to Motion for Leave to File Late and Opposition to Reorganized Debtors Eleventh, Thirteenth, and Fourteenth Securities Claims Omnibus Objections (Claims Barred by the Statute of Repose)
11516	11/2/2021	Request for Entry of Default Re: Unopposed Objections to Fourteenth Securities Omnibus Objection and Report on Responses Thereto
11518	11/2/2021	Notice of Continued Hearing With Respect to One Claim in the Reorganized Debtors' Fourteenth Securities Claims Omnibus Objection (Claims Barred By the Statute of Repose)
11530	11/4/2021	Order Disallowing and Expunging Proofs of Claim Pursuant to Reorganized Debtors' Fourteenth Securities Claims Omnibus Objection (Claims Barred by the Statute of Repose)
11588	11/16/2021	Statement of Reorganized Debtors' Report on Resolution of Fourteenth Securities Claims Omnibus Objection (Claims

		Barred By the Statute of Repose) With Respect to the One Remaining Claim Subject to the Objection
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Dated: May 20, 2022

DRRT

By: /s/ JARED LAY

Jared Lay, Esq.
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DRRT CLAIMANTS

Dated: May 20, 2022

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UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN FRANCISCO DIVISION

In re

PG&E CORPORATION,

- and -

PACIFIC GAS AND ELECTRIC
COMPANY,

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects Both Debtors

* All papers shall be filed in Lead Case 19-30088-DM

BK Case No.: 19-30088-DM (Lead Case)
(Jointly Administered)

Chapter 11

CERTIFICATE OF SERVICE

1 I, Brent D. Meyer, hereby declare as follows:

2
3 I am an active member of the State Bar of California and I am not a party to the above-
4 captioned action; my business mailing address is 268 Bush Street #3639, San Francisco,
5 California, 94104.

6 On May 20, 2022, I served copies of the following document(s):

7 **APPELLEE'S DESIGNATION OF RECORD ON APPEAL**

8 in the following manner on the parties listed below:

9 ☐ **BY FEDERAL EXPRESS:** I enclosed said document(s) in an envelope or package
10 provided by Federal Express and addressed to the persons at the address(es) listed below.
11 I placed the envelope or package for collection and overnight delivery at an office or a
12 regularly utilized drop box of Federal Express or delivered such document(s) to a courier
13 or driver authorized by Federal Express to receive documents.

14 ☐ **BY FIRST CLASS MAIL:** Pursuant to **Federal Rule of Bankruptcy Procedure 7004(b)**,
15 I enclosed said document(s) in a sealed envelope addressed to the persons at the
16 address(es) listed below, placed first class postage fully prepaid thereon, and deposited
17 said envelope in a United States mailbox.

18 ☐ **BY CERTIFIED MAIL:** Pursuant to **Federal Rule of Bankruptcy Procedure 7004(h)**, I
19 enclosed said document(s) in a sealed envelope addressed to the persons at the
20 address(es) listed below, transported said envelope to a United States Post Office, placed
21 first class postage fully prepaid thereon with certified and return receipt requested, and
22 deposited said envelope with an agent of the United States Postal Service. The Certified
23 Mail Receipt Number for each party served with the document(s) is as specified below.

24 ☒ **BY NOTICE OF ELECTRONIC FILING (NEF):** Pursuant to Bankruptcy Local Rule
25 9013-3(c), service of the document(s) was also effective on the following persons whom
26 are registered participants of the Court's CM/ECF system, consented to electronic
27 service, and received an electronic copy of the document(s) by the Clerk of the Court via
28 Notice of Electronic Filing.

SEE ATTACHED LIST

I declare under penalty of perjury under the laws of the United States of America that the
forgoing is true and correct.

Executed on this 20th day of May, 2022 at Alamo, California.

/s/ BRENT D. MEYER
Brent D. Meyer



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